

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

April 12, 1999

RECORDATION NO. 21202-A FILED

APR 20 '99

1-00PM

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed are two (2) originals of the **Amended Memorandum of Locomotive Lease Agreement** dated as of January 15, 1999 ("**Memorandum**") which is intended to evidence that certain Locomotive Lease Agreement dated as of March 7, 1995 between the following parties:

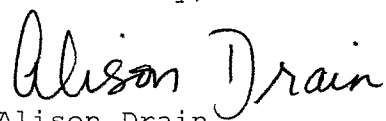
Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	The Alton & Southern Railway Company 1000 South 22nd Street East St. Louis, IL 62207

The equipment involved in this transaction is as follows:

Equipment:	Two (2) locomotives as more fully described in <u>Schedule A</u> attached hereto.
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Please file this Memorandum as a supplementary document to Recordation No. 21202 filed on February 3, 1998 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Yours truly,


Alison Drain
Document Administrator

/ad
Enclosures (2)

AMENDED MEMORANDUM OF
LOCOMOTIVE LEASE AGREEMENT

APR 20 '99

1-00PM

THIS AMENDED MEMORANDUM OF LOCOMOTIVE LEASE AGREEMENT (the "Memorandum") is made as of January 15, 1999 and is intended to evidence that certain Locomotive Lease Agreement dated as of March 7, 1995, as amended (the "Lease"), between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and THE ALTON & SOUTHERN RAILWAY COMPANY, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the locomotives, more fully described in Schedule A hereto (the "Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease, as amended.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

HELM FINANCIAL CORPORATION

By: 

Print Name: Richard C. Kirchner

Title: President

LESSEE

THE ALTON & SOUTHERN RAILWAY COMPANY

By: 

Print Name: C. Wayne Calder

Title: VP + GM

CM

SCHEDULE A

TO THE AMENDED MEMORANDUM OF LEASE

THE UNITS

A. Equipment Description:

One (1) 1500 Horsepower SW1500 switch locomotive equipped with Flexicoil trucks; built by General Motors (Electro Motive Division) in 1972.

Unit Number

HLCX 1517

B. Equipment Description:

One (1) 1500 Horsepower SW1500 locomotive built by General Motors (Electro Motive Division) in 1972

Unit Number

HLLX 1500

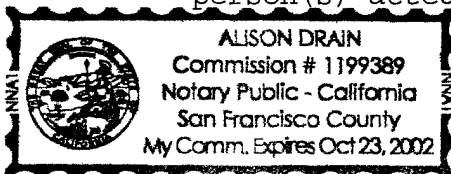
CM

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On March 26th, 1999, before me, Alison Drain,
personally appeared Richard C. Kirchner, President of HELM FINANCIAL
CORPORATION,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on
the instrument the person(s), or the entity upon behalf of which the
person(s) acted, executed the instrument.



[Notarial Seal]

Witness my hand and official seal.

Alison Drain
SIGNATURE OF THE NOTARY

STATE OF ILLINOIS)
) S.S.
COUNTY OF ST. CLAIR)

On March 11th, 1999, before me, David D. Smith,
personally appeared C. W. Ashder, VP & Gen of
THE ALTON & SOUTHERN RAILROAD COMPANY,

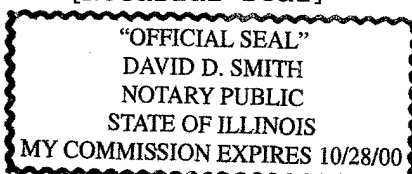
✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the pers. (s)
whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on
the instrument the person(s), or the entity upon behalf of which the
person(s) acted, executed the instrument.

Witness my hand and official seal.

David D. Smith
SIGNATURE OF THE NOTARY

[Notarial Seal]



CM